

Paras Madho
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Securities Operations

New York Stock Exchange, Inc.
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cert nys

1-32825

March 21, 2006

Mr. Brian Johnson
Branch Chief
Securities and Exchange Commission
Branch of Filer Support 2
Room 2531
100 F Street, NE
Washington, DC 20549

Dear Mr. Johnson:

The New York Stock Exchange certifies approval for listing and registration under the Exchange Act of 1933, FIRST TRUST STRATEGIC HIGH INCOME FUND II, Common Shares of Beneficial Interest, \$.01 par value per share. The NYSE requests simultaneous acceleration of registration of the Securities Exchange Act of 1934, together with the 1933 Act. Adequate distribution assured. Form 8-A received on March 21, 2006. Tentative listing date - Not yet determined.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Paras Madho'.

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THOMSON
FINANCIAL